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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

In re:

## **PG&E CORPORATION,**

- and -

# PACIFIC GAS AND ELECTRIC COMPANY,

## Debtors.

- Affects PG&E Corporation
  - Affects Pacific Gas and Electric Company
  - Affects both Debtors

*\* All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)  
Chapter 11 (Lead Case) (Jointly Administered)

**NOTICE REGARDING DEBTORS' SECOND AMENDED MOTION FOR ENTRY OF ORDERS (I) APPROVING TERMS OF, AND DEBTORS' ENTRY INTO AND PERFORMANCE UNDER, EQUITY BACKSTOP COMMITMENT LETTERS, (II) APPROVING TERMS OF, AND DEBTORS' ENTRY INTO AND PERFORMANCE UNDER, DEBT FINANCING COMMITMENT LETTERS AND (III) AUTHORIZING INCURRENCE, PAYMENT AND ALLOWANCE OF RELATED FEES AND/OR PREMIUMS, INDEMNITIES, COSTS AND EXPENSES AS ADMINISTRATIVE EXPENSE CLAIMS**

[Related to Dkt. Nos. 4446, 5267, 6013]

Date: March 16, 2020

Date: March 18, 2020  
Time: 10:00 a.m. (Pacific Time)

Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

**Objection Deadline:** March 12, 2020

4:00 p.m. (Pacific Time)

1           **PLEASE TAKE NOTICE** that on January 29, 2019 (the “**Petition Date**”), PG&E  
2 Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession  
3 (the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), each filed a  
4 voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy  
Code**”) with the United States Bankruptcy Court for the Northern District of California  
4 (San Francisco Division) (the “**Bankruptcy Court**”).

5           **PLEASE TAKE FURTHER NOTICE** that the *Debtors’ Second Amended Motion for Entry  
of Orders (i) Approving Terms of, and Debtors’ Entry into and Performance Under, Equity Backstop  
Commitment Letters, (ii) Approving Terms of, and Debtors’ Entry into and Performance Under, Debt  
Financing Commitment Letters and (iii) Authorizing Incurrence, Payment, and Allowance of Related  
Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims* [Dkt. No.  
6013] (the “**Second Amended Exit Financing Motion**”) is scheduled to be heard on March 16, 2020  
at 10:00 a.m. (Pacific Time), with objections due by 4:00 p.m. (Pacific Time) on March 12, 2020. As  
described in the Second Amended Exit Financing Motion, the Debtors expected to obtain consents to  
certain modifications to the Equity Backstop Commitment Letters (as defined in the Second Amended  
Exit Financing Motion) prior to the hearing on the Second Amended Exit Financing Motion.

11           **PLEASE TAKE FURTHER NOTICE** that on March 6, 2020, the Debtors obtained those  
12 consents, among others, and entered into amended Equity Backstop Commitment Letters representing  
13 all \$12 billion of equity backstop commitments. The March 6, 2020 form of the Equity Backstop  
14 Commitment Letter and a redline of the March 6, 2020 form of the Equity Backstop Commitment  
15 Letter against the form of Equity Backstop Commitment Letter filed with the Court on March 3, 2020,  
as Exhibit C of the Second Amended Exit Financing Motion [Dkt. No. 6013-3], are attached hereto  
as **Exhibit A** and **Exhibit B**, respectively.

16           **PLEASE TAKE FURTHER NOTICE** that Exhibit C of the Second Amended Exit  
17 Financing Motion [Dkt No. 6013-3] is hereby amended and superseded by the form of Equity  
18 Backstop Commitment Letter attached hereto as Exhibit A.

19           Dated: March 11, 2020

20           **WEIL, GOTSHAL & MANGES LLP**  
21           **CRAVATH, SWAINE & MOORE LLP**  
22           **KELLER BENVENUTTI KIM LLP**

23           \_\_\_\_\_  
24           /s/ *Paul H. Zumbro*  
25           Paul H. Zumbro

26           *Attorneys for Debtors and Debtors in Possession*